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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to what action to take, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Guangdong Yueyun Transportation Company Limited, you should at once hand this circular to the purchaser or the transferee or to the bank manager, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**廣東粵運交通股份有限公司**  
**Guangdong Yueyun Transportation Company Limited\***  
*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 03399)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING**

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Capitalized terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" of this circular.

A letter from the Board is set out on pages 2 to 5 of this circular. A notice convening the EGM to be held at 24/F, Yueyun Building, No. 3 Zhongshan Second Road, Guangzhou, Guangdong Province on Wednesday, 11 December 2024 at 3:00 p.m. is set out on pages EGM-1 to EGM-2 of this circular.

A form of proxy for use at the EGM is also published on the website of the Stock Exchange. Whether or not you are able to attend the EGM, you are requested to complete and return the form of proxy for the EGM in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.

\* *For identification purpose only*

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## DEFINITIONS

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*Unless the context requires otherwise, the following expressions shall have the following meanings in this circular:*

“Board”	the board of directors of the Company
“Company”	Guangdong Yueyun Transportation Company Limited* (廣東粵運交通股份有限公司) (Stock Code: 03399), a joint stock company incorporated under the laws of the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Shares”	ordinary share(s) issued by the Company in the PRC with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB by PRC natural persons or entities established under the laws of the PRC
“EGM” or “2024 Second EGM”	an extraordinary general meeting of the Company to be convened on 11 December 2024 to consider and, if thought fit, approve the proposed amendment to the Articles of Association
“H Shares”	overseas listed foreign shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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**廣東粵運交通股份有限公司**  
**Guangdong Yueyun Transportation Company Limited\***  
*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 03399)**

*Executive Directors:*

Mr. Zhu Fang  
Mr. Huang Wenban  
Mr. Hu Xianhua  
Mr. Hu Jian

*Registered office:*

8th Floor  
No. 1731-1735 Airport Road  
Guangzhou  
The PRC

*Non-executive Director:*

Mr. Chen Chuxuan

*Place of business in Hong Kong:*

Rooms 3108-3112, 31/F  
Hong Kong Plaza  
188 Connaught Road West  
Hong Kong

*Independent non-executive Directors:*

Mr. Su Wujun  
Ms. Huang Yuan  
Mr. Shen Jialong  
Mr. Zhang Xiangfa

25 November 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

Reference is made to the announcement of the Company dated 25 November 2024 in relation to changes to the business scope and proposed amendments to relevant articles of the Articles of Association. The purpose of this circular is to set out, amongst other things, details regarding the proposal in relation to the proposed amendments to the Articles of Association in order to allow you to make an informed decision on voting in respect of the relevant resolution to be put forward at the EGM.

**II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Based on the actual business development needs of the Company and in accordance with the normative requirements for registration and administration of business scope of enterprises, the Company intends to change its business scope and amend a relevant article of the Articles

## LETTER FROM THE BOARD

of Association. These changes will be subject to the final approval of the market supervision and management department. The details of the proposed amendments (the “**Proposed Amendments**”) are as follows:

Original Article	Amended Article
<p><b>Article 11:</b> The scope of business of the Company shall be based on the items approved by the company registration authorities and business administrative management authorities.</p> <p>The business scope of the Company covers: Inter-provincial passenger transportation coach service, inter-city passenger transportation coach service; inter-provincial passenger transportation chartered coach service, intercity passenger transportation chartered coach service; development of new and high technologies in the field of transportation; investment in development of transportation network, transportation industry as well as expressway service industry; industrial production materials (do not contain gold, silver and hazardous chemicals), wholesale and retail business of building materials (shall submit for approval separately for new shop setup); cargo transit, sourcing of goods, import and export of various commodities and technologies (including agency services) except those commodities and technologies prohibited from import and export by the state; advertising industry, internet advertising services, other advertising services; retail, wholesale, online sales: primary agricultural products, agricultural by-products, aquatic products, tea, food, health food products, pharmaceuticals, liquor, functional beverages, daily necessities, audio-visual products, publications; aquatic products processing; snacks, Chinese food production and sales; provision of tourism, transportation, accommodation, catering and other agency services (do not involve travel agency business) to tourists; ticket agents for tourists; software development; artificial intelligence application software development; information system integration service; information consulting service (not including licensing information consulting service); data processing and storage support service. (Businesses that require pre-approvals according to laws and regulations can only be carried out after obtaining approvals from relevant authorities.)</p>	<p><b>Article 11:</b> The scope of business of the Company shall be based on the items approved by the company registration authorities and business administrative management authorities.</p> <p>The business scope of the Company covers: operation of road passenger transport, urban public transport, operation of road passenger transport stations, passenger ticketing agency, online ride-hailing services; photovoltaic power generation equipment leasing, centralized rapid charging stations, operation of electric vehicle charging infrastructure, energy storage technology services; energy performance contracting; energy saving management services; power generation business, power transmission business, power supply (distribution) business, power supply business; sales of station hydrogen refueling and hydrogen storage facilities, fuel gas operation, general aviation services, road cargo transportation (does not contain hazardous goods); sales of new energy vehicle battery swap facilities, retail of refined oil, wholesales of refined oil, sales of petroleum products (do not contain hazardous chemicals), sales of lubricating oil, leasing of machinery and equipment, leasing of non-residential real estate, housing leasing, storage of refined oil; property management, brand management, marketing planning, project construction, production safety inspection and testing, operation of gas vehicles refueling, self-funded investment, business training (does not contain education training and vocational skills training and other trainings subject to licensing approval), typing and photocopying, operation of small-sized catering, snack shops, small-sized food workshops, catering services, catering management; parking lot services, general cargo storage services (do not contain hazardous chemicals and other items subject to licensing approval), safety consulting services, building cleaning services, professional cleaning, cleaning and disinfection services, conference and exhibition services, ticketing agency services, solar power generation technology services, consulting and planning services, project planning and public relations services, commercial complex management services, engineering management services, utility management services, forest pest control services, management services for self-invested assets, automobile towing, rescue, and obstacle clearance services; software development, artificial intelligence application software development, information system integration services, information consulting services (do not contain information consulting services subject to licensing), information technology consulting services, technical services, technology development, technical consulting, technical exchange, technology transfer, and technology promotion; sales of construction materials, sales of metal components for construction, sales of architectural ceramics products, sales of steel bars products for construction, residential interior decoration and decoration, sales of building decoration materials; advertisement distribution, advertising production, advertising design, agency; reception services for outlets of travel agency, consulting services, accommodation services, operation of road cargo transportation stations, import and export agency. (Businesses that require pre-approvals according to laws and regulations can only be carried out after obtaining approvals from relevant authorities.)</p>

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## LETTER FROM THE BOARD

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The English version of the Proposed Amendments is an unofficial translation of its Chinese version. In case of any discrepancy, the Chinese version shall prevail.

The proposed change to the business scope shall be contingent upon the approval of the Proposed Amendments by the shareholders of the Company at a general meeting, by way of a special resolution.

The change in the business scope shall take effect from the date when the market supervision and management department issues a new business license and the changed business scope shall be subject to the approval of relevant government authorities.

The Board believes that the proposed change in the business scope and the Proposed Amendments to the Articles of Association have no material impact on the Shareholders' rights and they are in line with the business development of the Company and have no adverse impact on the business operation of the Company. The Board believes that the proposed change in the business scope and the Proposed Amendments to the Articles of Association are in the interests of the Company and its Shareholders.

The Company has received written confirmation from its Hong Kong legal adviser, confirming that the Proposed Amendments are in compliance with the applicable provisions of the Listing Rules. The Company has also received written confirmation from its PRC legal adviser, confirming that the Proposed Amendments are in compliance with the applicable laws and regulations of the PRC. The Company also confirms that there is nothing unusual about the Proposed Amendments for a joint stock company incorporated in the PRC and listed on the Stock Exchange.

### **III. THE EGM**

The Proposed Amendments are subject to the shareholders' approval by way of a special resolution at the EGM.

The EGM will be convened at 24/F, Yueyun Building, No. 3 Zhongshan Second Road, Guangzhou, Guangdong Province on 11 December 2024 at 3:00 p.m. for the Shareholders to consider and, if thought fit, approve, among others, the Proposed Amendments. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Proposed Amendments and no Shareholder is required to abstain from voting at the EGM on the relevant resolution. A notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

The form of proxy for use at the EGM is enclosed herewith and published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you are able to attend the EGM in person or by proxy, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time

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## LETTER FROM THE BOARD

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appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

In order to determine the shareholders of H Shares who will be entitled to attend the EGM, the Company will suspend registration of transfer of shares from 9 December 2024 to 11 December 2024, both days inclusive. Holders of H Shares whose names are recorded in the register of members of the Company on 11 December 2024 will be entitled to attend and vote at the EGM. In order to attend and vote at the EGM, all transfer documents accompanied by relevant share certificates must be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 6 December 2024.

#### **IV. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no any other omission of which would make any statement herein or this circular misleading.

#### **V. RECOMMENDATION**

The Board (including the independent non-executive Directors) is of the view that the Proposed Amendments is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of, among others, the resolution in relation thereto to be proposed at the EGM.

Yours faithfully,  
By Order of the Board of  
**Guangdong Yueyun Transportation Company Limited**  
**Zhu Fang**  
*Chairman of the Board*

\* *For identification purposes only*

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# NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING

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**廣東粵運交通股份有限公司**  
**Guangdong Yueyun Transportation Company Limited\***  
*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 03399)**

## NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Guangdong Yueyun Transportation Company Limited (the “**Company**”) will be held at 24/F, Yueyun Building, No. 3 Zhongshan Second Road, Guangzhou, Guangdong Province on Wednesday, 11 December 2024 at 3:00 p.m. (the “**EGM**”) (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolution as special resolution of the Company. Unless otherwise defined, capitalised terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 25 November 2024.

### SPECIAL RESOLUTION

To consider and approve the proposed amendments to the articles of association of the Company (the “**Articles**”), details of which are set out in the circular of the Company dated 25 November 2024, and that any of the Directors of the Company be and is hereby authorised to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders of the Company) and execute all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to deal with other related issues arising from the amendments to the Articles.

By order of the Board of  
**Guangdong Yueyun Transportation Company Limited**  
**Zhu Fang**  
*Chairman of the Board*

Guangzhou, the PRC

25 November 2024



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## NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. The resolution to be proposed, and if thought fit, to be passed at the EGM, shall be passed by way of poll.
  2. For the purpose of ascertaining the Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 9 December 2024 to 11 December 2024, both days inclusive, during which period no transfer of shares will be registered. Holders of H Shares whose names appear on the register of members of the Company on 11 December 2024 are entitled to attend and vote at the EGM. In order to attend and vote at the EGM, all transfer documents accompanied by relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 6 December 2024.
  3. A Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his stead. A proxy need not to be a Shareholder.
  4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
  5. In order to be valid, the form of proxy together with the power of attorney or other authorization document (if any) must be deposited at the registered office of the Company (for holders of Domestic Shares of the Company) or at the Company's H shares registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares of the Company) not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the EGM if he so wishes.
  6. Shareholders or their proxies attending the EGM shall produce their identity documents.
  7. As at the date of this notice, the Board comprises Mr. Zhu Fang, Mr. Huang Wenban, Mr. Hu Xianhua and Mr. Hu Jian as executive directors of the Company, Mr. Chen Chuxuan as non-executive director of the Company, and Mr. Su Wujun, Ms. Huang Yuan, Mr. Shen Jialong and Mr. Zhang Xiangfa as independent non-executive directors of the Company.
- \* *For identification purpose only*